

CHAPTER 144
BUSINESS ENTITY FILINGS AND FEES
S.F. 435

AN ACT regulating fees and filing requirements of business entities.

Be It Enacted by the General Assembly of the State of Iowa:

Section 1. Section 496A.7, subsection 3, unnumbered paragraph 1, Code 1983, is amended to read as follows:

Shall not be the same as, or deceptively similar to, the name of any domestic corporation or limited partnership existing under the laws of this state or any foreign corporation or limited partnership authorized to transact business in this state, or a name the exclusive right to which is, at the time, reserved in the manner provided in this chapter or chapter 545, or the name of a corporation which has in effect a registration of its corporate name as provided in this chapter, or an assumed name which has been adopted by a domestic or a foreign corporation for use in this state in the manner provided by this chapter except that this provision ~~shall~~ does not apply if the applicant files with the secretary of state either of the following:

Sec. 2. Section 496A.105, unnumbered paragraph 4, Code 1983, is amended to read as follows:

~~Such~~ An election shall be made by filing with the secretary of state an application executed by an officer of the corporation, setting forth ~~such~~ the assumed name and paying to the secretary of state a filing fee of ~~twenty forty~~ twenty dollars.

Sec. 3. Section 496A.105, unnumbered paragraphs 6 and 7, Code 1983, are amended to read as follows:

At the time annual license fees are payable under this chapter, a foreign corporation which has elected to adopt an assumed name shall pay to the secretary of state an annual fee of five ten dollars for ~~such~~ the assumed name. However, if the assumed name was filed and became effective in December of any year, the first annual fee of five ten dollars shall be paid at the time of filing of the annual report in the second year following ~~such~~ that December.

If ~~such~~ the corporation fails to pay the annual fee when due and payable, the secretary of state shall give notice to the corporation of ~~such~~ the nonpayment by registered or certified mail; and if ~~such~~ the fee together with a penalty of five ten dollars is not paid within sixty days after ~~such~~ the notice is mailed, the right to use ~~such~~ the assumed name shall cease.

Sec. 4. Section 496A.124, Code 1983, is amended by adding the following new subsection after subsection 16 and renumbering the remaining subsections:

NEW SUBSECTION. 17. Filing a copy of restated articles of incorporation of a foreign corporation holding a certificate of authority to transact business in this state, eighty dollars.

Sec. 5. Section 496C.21, unnumbered paragraph 3, Code 1983, is amended to read as follows:

~~Duplicate originals~~ The original of each annual report of a professional corporation or foreign professional corporation shall be delivered to the secretary of state for filing, ~~and the secretary of state shall promptly deliver one of the duplicate originals to the regulating board having jurisdiction of the profession or professions which the corporation is authorized to practice.~~ The provisions of the Iowa business corporation Act relating to annual license fee shall apply to professional corporations.

Sec. 6. Section 504A.6, subsection 2, Code 1983, is amended to read as follows:

2. Shall not be the same as, or deceptively similar to, the name of any corporation, whether for profit or not for profit, or any limited partnership existing under the laws of this state, or any foreign corporation, whether for profit or not for profit, or any limited partnership authorized to transact business or conduct affairs in this state, or a corporate name or limited partnership name reserved or registered as permitted by the laws of this state.

Sec. 7. Section 504A.6, Code 1983, is amended by adding the following new subsection:

NEW SUBSECTION. 4. A corporation may elect to adopt an assumed name if the name is not the same as or deceptively similar to the name of another domestic corporation existing under the laws of this state or of a foreign corporation authorized to transact business in this state, or the same as or deceptively similar to a name registered or reserved as permitted by the laws of this state.

The election shall be made by filing with the secretary of state an application executed by an officer of the corporation, setting forth the assumed name and paying to the secretary of state a filing fee of ten dollars.

If the assumed name complies with the provisions of this chapter the secretary of state shall issue a certificate authorizing the use of the name. However, the certificate shall not confer a right to the use of the name as against a person having a prior right to the use of the name.

At the time annual license fees are payable under this chapter, a corporation which has elected to adopt an assumed name shall pay to the secretary of state an annual fee of five dollars for the assumed name. However, if the assumed name was filed and became effective in December of any year, the first annual fee of five dollars shall be paid at the time of filing of the annual report in the second year following the December in which the assumed name was filed.

If the corporation fails to pay the annual fee when due and payable, the secretary of state shall give notice to the corporation of the nonpayment by registered or certified mail; and if the fee together with a penalty of five dollars is not paid within sixty days after the notice is mailed, the right to use the assumed name shall cease.

A separate application and annual fee shall be filed and paid for each assumed name adopted by the corporation.

Sec. 8. Section 504A.67, subsection 2, Code 1983, is amended by striking the subsection and inserting in lieu thereof the following:

2. Shall not be the same as, or deceptively similar to the name of a corporation, whether for profit or not for profit, existing under the laws of this state, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in this state, or a corporate name reserved or registered as permitted by the laws of this state, or an assumed name which has been adopted by a domestic or a foreign corporation for use in this state in the manner permitted by the laws of this state. However, this provision shall not apply if the foreign corporation applying for a certificate of authority files with the secretary of state one of the following:

a. A resolution of its board of directors adopting an assumed name for use in transacting business in this state and the assumed name is not deceptively similar to the name of a domestic corporation or of a foreign corporation authorized to transact business in this state or to a name reserved or registered as permitted by the laws of this state.

b. The written consent of another corporation or holder of a reserved or registered name to use the same or deceptively similar name and one or more words are added to make the name distinguishable from the other name.

c. A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the foreign corporation to the use of the name in this state.

The corporate name of the foreign corporation is the name under which the corporation shall transact its business in this state unless the corporation also elects to adopt one or more assumed names as provided in this chapter.

A foreign corporation authorized to transact business in this state may elect to adopt an assumed name if the name is not the same as or deceptively similar to the name of a domestic corporation existing under the laws of this state or of another foreign corporation authorized to transact business in this state, or the same as or deceptively similar to a name registered or reserved as permitted by the laws of this state.

The election shall be made by filing with the secretary of state an application executed by an officer of the corporation, setting forth the assumed name and paying to the secretary of state a filing fee of ten dollars.

If the assumed name complies with the provisions of this chapter, the secretary of state shall issue a certificate authorizing the use of the name. However, the certificate shall not confer a right to the use of the name as against a person having a prior right to the use of the name.

At the time annual license fees are payable under this chapter, a foreign corporation which has elected to adopt an assumed name shall pay to the secretary of state an annual fee of five dollars for the assumed name. However, if the assumed name was filed and became effective in December of any year, the first annual fee of five dollars shall be paid at the time of filing of the annual report in the second year following the December in which the assumed name was filed.

If the corporation fails to pay the annual fee when due and payable, the secretary of state shall give notice to the corporation of the nonpayment by registered or certified mail; and if the fee together with a penalty of five dollars is not paid within sixty days after the notice is mailed, the right to use the assumed name shall cease.

A separate application and annual fee shall be filed and paid for each assumed name adopted by a foreign corporation.

Sec. 9. Section 545.102, subsection 1, Code 1983, is amended to read as follows:

1. Shall contain ~~without abbreviation~~ the words "limited partnership" or the abbreviation "L.P.".

Sec. 10. Section 545.1105, Code 1983, is amended by adding the following new subsections:

NEW SUBSECTION. 6. An application to reserve a limited partnership name, ten dollars.

NEW SUBSECTION. 7. For furnishing a certified copy of any document, instrument, or paper relating to a limited partnership, one dollar per page and five dollars for the certificate and affixing the seal thereto; and for furnishing an uncertified copy, one dollar per page.

Sec. 11. Section 545.1106, Code 1983, is amended to read as follows:

545.1106 **CERTIFICATES FILED WITH THE COUNTY RECORDER.** After July 1, 1983, county recorders shall promptly send to the secretary of state copies of all limited partnership certificates and amendments to the certificates which are in effect on that date and which were filed ~~prior~~ from July 1, 1982 to July 1, 1982.

Sec. 12. The secretary of state shall direct any limited partnership existing prior to July 1, 1982, to amend its name as necessary so that it is not the same as or deceptively similar to the name of a corporation or another limited partnership by July 1, 1984.

Any limited partnership existing prior to July 1, 1982, whose name does not contain the words "limited partnership" or the abbreviation "L.P." shall file an amendment to the limited partnership certificate to add the words "limited partnership" or the abbreviation "L.P." to its name by July 1, 1984.

Each limited partnership existing prior to July 1, 1982, shall file an amendment to the

limited partnership certificate setting forth the office and agent required in section 545.105, subsection 1, by July 1, 1984.

Failure of a limited partnership to comply with this section shall have no effect on the liability of the partners or the partnership. The secretary of state may decline to file any document received from a limited partnership if the limited partnership fails to comply with this section.

Approved May 25, 1983

CHAPTER 145

CRIMINAL AND JUVENILE JUSTICE PLANNING AGENCY

S.F. 399

AN ACT relating to the status of the criminal and juvenile justice planning agency and its reporting procedures.

Be It Enacted by the General Assembly of the State of Iowa:

Section 1. Section 80C.1, Code 1983, is amended to read as follows:

80C.1 CRIMINAL AND JUVENILE JUSTICE PLANNING AGENCY CREATED. The criminal and juvenile justice planning agency is a separate independent agency created in the office of the governor. The agency is responsible for coordinating criminal and juvenile justice activities in the state including planning, research, program implementation, and the administration of grants and other funds. The agency is under the direct supervision of the governor, and shall be responsible only to the governor or the general assembly. The governor shall appoint the executive director of the agency who shall serve at the pleasure of the governor. As used in this section and sections 80C.2 to 80C.4, unless the context otherwise requires, "agency" means the criminal and juvenile justice planning agency created in this section.

Sec. 2. Section 80C.2, unnumbered paragraph 1, Code 1983, is amended to read as follows:

The criminal and juvenile justice advisory council is created to advise the governor and legislature and direct the agency in the performance of its duties and to perform other duties as required by law. The council shall consist of eleven members. The governor shall appoint seven members each for a four-year term beginning and ending as provided in section 69.19 and subject to confirmation by the senate as follows:

Approved May 25, 1983